



PRIME INVESTMENTS HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 721)

Form of proxy for use at the extraordinary general meeting (or any adjournment thereof) to be held on 3 April 2006 at 3:00 p.m.

I/We⁽¹⁾, _____

of _____

being the registered holder(s) of⁽²⁾ _____ shares of HK\$0.10 each in the capital of **Prime Investments**

Holdings Limited (the "Company"), hereby appoint⁽³⁾ the Chairman of the Meeting, or⁽³⁾ _____

of _____ as my/ our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Taurus Room, 33/F., Rosedale on the Park, 8 Shelter Street, Causeway Bay, Hong Kong on Monday, 3 April 2006 at 3:00 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the extraordinary general meeting as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit:

	SPECIAL RESOLUTIONS	FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1. (a)	the memorandum of association of the Company be and is hereby amended to permit the Company to discontinue by de-registration as a company under the laws of the Cayman Islands by the inclusion of the following new paragraph 9: "9. Subject to the Companies Law (2004 Revision), as amended from time to time, of the Cayman Islands and the articles of association, the Company shall have the power to de-register in the Cayman Islands and to register by way of continuance as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands."		
(b)	the articles of association of the Company be and are hereby amended by the addition of the following as Article 179: "TRANSFER BY WAY OF CONTINUATION 179. The Company may, by special resolution, resolve to de-register the Company from the Cayman Islands and to transfer and continue the Company as a body corporate to, and under the laws of, a country or jurisdiction outside the Cayman Islands which permits or does not prohibit the transfer of the Company pursuant to the law."		
(c)	effective upon the amendment of the memorandum and articles of association of the Company and subject to all necessary governmental and regulatory consents and approval, pursuant to Article 179 of the articles of association of the Company, the change of the domicile of the Company (the " Change of Domicile ") from the Cayman Islands to Bermuda by way of continuation of the Company as an exempted company under the laws of Bermuda and de-registration as a company under the laws of the Cayman Islands be and is hereby approved and that the directors of the Company (the " Directors ") be and are hereby authorised to do all such acts and things and execute all documents they consider necessary or expedient to give effect to the aforesaid Change of Domicile;		
(d)	the draft memorandum of continuance in the form made available for inspection by all shareholders (the " Shareholders ") of the Company prior to this meeting, a copy of which has been produced to the meeting marked "A" and initialed by the chairman (the " Chairman ") of EGM for the purpose of identification, be and is hereby adopted in substitution for the memorandum of association of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;		
(e)	conditional upon the continuance of the Company as an exempted company under the laws of Bermuda, the draft bye-laws in the form made available for inspection by all Shareholders prior to the EGM, a copy of which has been produced to the meeting marked "B" and initialed by the Chairman for the purpose of identification, be and is hereby adopted in substitution for the articles of association of the Company, effective from the date that the memorandum of continuance is registered by the Registrar of Companies in Bermuda; and		
(f)	the Directors be and are hereby authorised to undertake all such further actions or matters as may be required to implement the change of domicile of the Company from the Cayman Islands to Bermuda as described in the circular (the " Circular ") of the Company dated 10 March 2006, a copy of which has been produced to the meeting marked "C" and initialed by the Chairman for the purpose of identification."		

	SPECIAL RESOLUTIONS	FOR⁽⁴⁾	AGAINST⁽⁴⁾
2. (a)	the nominal value of each of the issued shares (the “ Shares ”) of the Company of par value HK\$0.10 each be and is hereby reduced from par value HK\$0.10 each by cancelling the capital paid-up thereon by HK\$0.09 on each issued Share par value HK\$0.01 each (each such reduced share, a “ New Share ”) in the share capital of the Company (the “ Capital Reduction ”) and the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company;		
(b)	each of the authorised but unissued Shares be and is hereby sub-divided into 10 New Shares of HK\$0.01 each (the “ Capital Subdivision ”);		
(c)	the entire amount standing to the credit of the share premium account of the Company as at the date of passing this resolution be cancelled and credited to the contributed surplus account of the Company (the “ Cancellation of Share Premium Account ”); and		
(d)	the Directors be and are hereby authorised to do all such acts and things and execute all documents they consider necessary or expedient to give effect of the capital reorganisation of the Company involving the Capital Reduction, the Capital Subdivision and the Cancellation of Share Premium Account.		

	ORDINARY RESOLUTIONS	FOR⁽⁴⁾	AGAINST⁽⁴⁾
3.	subject to the passing of special resolutions numbered 1 and 2 above:		
(a)	the subscription agreement (the “ Subscription Agreement ”) dated 2 November 2005 entered into between the Company and Poly Good Group Limited (the “ Subscriber ”), in relation to the subscription of 89,142,857 New Shares (the “ Subscription Shares ”) by the Subscriber, a copy of which has been produced to this meeting marked “D” and initialed by the Chairman for the purpose of identification, be and is hereby approved, confirmed and ratified;		
(b)	the allotment and issue of the Subscription Shares pursuant to the terms and conditions of the Subscription Agreement, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the Subscription Shares, be and is hereby approved; and		
(c)	the Directors be and are hereby authorised to (aa) allot and issue the Subscription Shares to the Subscriber; and (bb) to do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated under the Subscription Agreement.		
4.	subject to the passing of the ordinary resolution numbered 3 above, the terms of the application for a waiver granted or to be granted by the Executive Director (the “ Executive ”) of the Corporate Finance Division of the Securities and Futures Commission to the Subscriber and parties acting in concert with it pursuant to Note 1 of the Notes on Dispensation from Rule 26 of the Code on Takeovers and Mergers of Hong Kong from an obligation to make a general offer for all the New Shares not already owned by them as a result of the Subscription be and are hereby approved.		

Dated this _____ day of _____, 2006 Signature⁽⁵⁾ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- (3) If any proxy other than the Chairman of the Meeting is preferred, delete the words “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be duly initialled by the person who signs it.**
- (4) Please indicate with a “✓” in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at this discretion.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For the purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (7) To be valid, this form of proxy, together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (8) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.